

RECORDATION NO. 25209-I FILED

JUN 23 '09 -9 0 0 AM

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 23, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2004-1

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement No. 3 (CIT Rail Trust 2004-1), dated June 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Supplement No. 3 (CIT Rail Trust 2004-1), being filed with the Board under Recordation Number 25209-H.

The name and address of the party to the enclosed document are:

Owner Trustee: Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

[Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001]

Anne K. Quinlan, Esquire
June 23, 2009
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A description of the railroad equipment covered by the enclosed document
is:

320 railcars as follows: 140 railcars CAEG 824501 - CAEG 824640 and
180 railcars UCEX 24501 - UCEX 24680.

A short summary of the document to appear in the index is:

Trust Indenture Supplement No. 3 (CIT Rail Trust 2004-1)

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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TRUST INDENTURE SUPPLEMENT NO. 3
(CIT Rail Trust 2004-1)

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 3 (CIT Rail Trust 2004-1), dated as of June 23 2009 (this "Indenture Supplement"), of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2004-1), dated as of September 29, 2004 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and, Wachovia Financial Services, Inc. (as successor to SouthTrust Bank), as Owner Participant.

WITNESSETH:

WHEREAS, Owner Trustee has granted to Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee") a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the "Units"), other than Excepted Property, pursuant to the terms of the Trust Indenture and Security Agreement (CIT Rail Trust 2004-1), dated as of September 29, 2004, as more fully identified on Schedule 2 attached hereto (the "Indenture"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto. Except as expressly provided herein the terms used herein are used with the meanings specified in the Indenture.

WHEREAS, in addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in the Equipment Lease Agreement (CIT Rail Trust 2004-1) dated as of September 29, 2004, as more fully identified on Schedule 2 attached hereto (the "Lease"), evidence of which was filed with the STB and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto.

WHEREAS, on the date hereof Owner Trustee entered into that certain Lease Supplement No. 3 (CIT Rail Trust 2004-1) to the Lease ("Lease Supplement No. 3") with The CIT Group/Equipment Financing, Inc. ("Lessee"), pursuant to which the Lessee assigned to Owner Trustee as security for Lessee's obligations under the Lease, Lessee's right, title and interest in, to and under all of Lessee's existing and future subleases with respect to the Units to the extent such subleases relate to Units subject to the Lease (the "Assigned Subleases").

NOW, THEREFORE, the Owner Trustee does hereby acknowledge and confirm that the Owner Trustee granted, sold, assigned, transferred, conveyed, mortgaged, pledged, charged and confirmed under the Indenture, a security interest in and mortgage lien on all right, title, interest, claims and demands of the Owner Trustee in, to and under Lease Supplement No. 3 and the Assigned Subleases (excluding, however, in each case any rights to Excepted Property thereunder), to the Indenture Trustee, its successors and assigns, for the benefit of the holders from time to time of such Equipment Notes, subject to the terms and conditions of the Indenture.

This Indenture Supplement or a counterpart or copy hereof or evidence hereof may be filed or recorded in any public office as may be necessary or appropriate to protect the interest of the Indenture Trustee herein, in Lease Supplement No. 3 and in the Assigned Subleases.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

The Owner Trustee wishes to show for public record this Indenture Supplement and accordingly has caused this Indenture Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

It is expressly agreed and understood that all representations, warranties and undertakings of Owner Trustee hereunder (except as expressly provided herein) shall be binding upon Owner Trustee only in its capacity as Owner Trustee under the Trust Agreement and in no case shall the Trust Company be personally liable for or on account of any statements, representations, warranties, covenants or obligations stated to be those of Owner Trustee hereunder.

* * *

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION,**
not in its individual capacity, but solely as
Owner Trustee

By: 
Name: Michael Arsenault
Title: Assistant Vice President

STATE OF Utah)
) ss:
COUNTY OF Salt Lake

The foregoing Lease Supplement (CIT Rail Trust 2004-1) was acknowledged before me, the undersigned

Notary Public, in the County of Salt Lake this June day of June, 2009 by

Michael Arsenault, as Asst. Vice President of WELLS FARGO BANK

NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee [on behalf of
CIT RAIL TRUST 2006-].


Notary Public

My commission expires: _____

[Notarial Seal]

Schedule 1
(Description of the Equipment)

Number	Description/Type	Mark and Numbers
140	Rotary Aluminum Autoflood III™ Railcars with Outside Stake, Double Door Design with 4,100 cu. ft. capacity	See Schedule 1-A attached hereto
180	Non-Rotary Aluminum Autoflood III™ Railcars with Outside Stake, Double Door Design with 4,100 cu. ft. capacity	See Schedule 1-B attached hereto

Schedule 1-A
(Marks / Numbers)

CAEG	824501	CAEG	824537	CAEG	824573	CAEG	824609
CAEG	824502	CAEG	824538	CAEG	824574	CAEG	824610
CAEG	824503	CAEG	824539	CAEG	824575	CAEG	824611
CAEG	824504	CAEG	824540	CAEG	824576	CAEG	824612
CAEG	824505	CAEG	824541	CAEG	824577	CAEG	824613
CAEG	824506	CAEG	824542	CAEG	824578	CAEG	824614
CAEG	824507	CAEG	824543	CAEG	824579	CAEG	824615
CAEG	824508	CAEG	824544	CAEG	824580	CAEG	824616
CAEG	824509	CAEG	824545	CAEG	824581	CAEG	824617
CAEG	824510	CAEG	824546	CAEG	824582	CAEG	824618
CAEG	824511	CAEG	824547	CAEG	824583	CAEG	824619
CAEG	824512	CAEG	824548	CAEG	824584	CAEG	824620
CAEG	824513	CAEG	824549	CAEG	824585	CAEG	824621
CAEG	824514	CAEG	824550	CAEG	824586	CAEG	824622
CAEG	824515	CAEG	824551	CAEG	824587	CAEG	824623
CAEG	824516	CAEG	824552	CAEG	824588	CAEG	824624
CAEG	824517	CAEG	824553	CAEG	824589	CAEG	824625
CAEG	824518	CAEG	824554	CAEG	824590	CAEG	824626
CAEG	824519	CAEG	824555	CAEG	824591	CAEG	824627
CAEG	824520	CAEG	824556	CAEG	824592	CAEG	824628
CAEG	824521	CAEG	824557	CAEG	824593	CAEG	824629
CAEG	824522	CAEG	824558	CAEG	824594	CAEG	824630
CAEG	824523	CAEG	824559	CAEG	824595	CAEG	824631
CAEG	824524	CAEG	824560	CAEG	824596	CAEG	824632
CAEG	824525	CAEG	824561	CAEG	824597	CAEG	824633
CAEG	824526	CAEG	824562	CAEG	824598	CAEG	824634
CAEG	824527	CAEG	824563	CAEG	824599	CAEG	824635
CAEG	824528	CAEG	824564	CAEG	824600	CAEG	824636
CAEG	824529	CAEG	824565	CAEG	824601	CAEG	824637
CAEG	824530	CAEG	824566	CAEG	824602	CAEG	824638
CAEG	824531	CAEG	824567	CAEG	824603	CAEG	824639
CAEG	824532	CAEG	824568	CAEG	824604	CAEG	824640
CAEG	824533	CAEG	824569	CAEG	824605		
CAEG	824534	CAEG	824570	CAEG	824606		
CAEG	824535	CAEG	824571	CAEG	824607		
CAEG	824536	CAEG	824572	CAEG	824608		

Schedule 1-B
(Marks / Numbers)

UCEX	24501	UCEX	24541	UCEX	24581	UCEX	24621
UCEX	24502	UCEX	24542	UCEX	24582	UCEX	24622
UCEX	24503	UCEX	24543	UCEX	24583	UCEX	24623
UCEX	24504	UCEX	24544	UCEX	24584	UCEX	24624
UCEX	24505	UCEX	24545	UCEX	24585	UCEX	24625
UCEX	24506	UCEX	24546	UCEX	24586	UCEX	24626
UCEX	24507	UCEX	24547	UCEX	24587	UCEX	24627
UCEX	24508	UCEX	24548	UCEX	24588	UCEX	24628
UCEX	24509	UCEX	24549	UCEX	24589	UCEX	24629
UCEX	24510	UCEX	24550	UCEX	24590	UCEX	24630
UCEX	24511	UCEX	24551	UCEX	24591	UCEX	24631
UCEX	24512	UCEX	24552	UCEX	24592	UCEX	24632
UCEX	24513	UCEX	24553	UCEX	24593	UCEX	24633
UCEX	24514	UCEX	24554	UCEX	24594	UCEX	24634
UCEX	24515	UCEX	24555	UCEX	24595	UCEX	24635
UCEX	24516	UCEX	24556	UCEX	24596	UCEX	24636
UCEX	24517	UCEX	24557	UCEX	24597	UCEX	24637
UCEX	24518	UCEX	24558	UCEX	24598	UCEX	24638
UCEX	24519	UCEX	24559	UCEX	24599	UCEX	24639
UCEX	24520	UCEX	24560	UCEX	24600	UCEX	24640
UCEX	24521	UCEX	24561	UCEX	24601	UCEX	24641
UCEX	24522	UCEX	24562	UCEX	24602	UCEX	24642
UCEX	24523	UCEX	24563	UCEX	24603	UCEX	24643
UCEX	24524	UCEX	24564	UCEX	24604	UCEX	24644
UCEX	24525	UCEX	24565	UCEX	24605	UCEX	24645
UCEX	24526	UCEX	24566	UCEX	24606	UCEX	24646
UCEX	24527	UCEX	24567	UCEX	24607	UCEX	24647
UCEX	24528	UCEX	24568	UCEX	24608	UCEX	24648
UCEX	24529	UCEX	24569	UCEX	24609	UCEX	24649
UCEX	24530	UCEX	24570	UCEX	24610	UCEX	24650
UCEX	24531	UCEX	24571	UCEX	24611	UCEX	24651
UCEX	24532	UCEX	24572	UCEX	24612	UCEX	24652
UCEX	24533	UCEX	24573	UCEX	24613	UCEX	24653
UCEX	24534	UCEX	24574	UCEX	24614	UCEX	24654
UCEX	24535	UCEX	24575	UCEX	24615	UCEX	24655
UCEX	24536	UCEX	24576	UCEX	24616	UCEX	24656
UCEX	24537	UCEX	24577	UCEX	24617	UCEX	24657
UCEX	24538	UCEX	24578	UCEX	24618	UCEX	24658
UCEX	24539	UCEX	24579	UCEX	24619	UCEX	24659
UCEX	24540	UCEX	24580	UCEX	24620	UCEX	24660

UCEX	24661	UCEX	24666	UCEX	24671	UCEX	24676
UCEX	24662	UCEX	24667	UCEX	24672	UCEX	24677
UCEX	24663	UCEX	24668	UCEX	24673	UCEX	24678
UCEX	24664	UCEX	24669	UCEX	24674	UCEX	24679
UCEX	24665	UCEX	24670	UCEX	24675	UCEX	24680

Schedule 2
(Description of the Indenture and the Lease)

Trust Indenture and Security Agreement (CIT Rail Trust 2004-1) dated as of September 29, 2004, as supplemented by that certain Trust Indenture Supplement No. 1 dated as of September 29, 2004 and that certain Trust Indenture Supplement No. 2 dated as of April 28, 2006

Equipment Lease Agreement (CIT Rail Trust 2004-1) dated as of September 29, 2004, as supplemented by that certain Lease Supplement No. 1 dated as of September 29, 2004 and that certain Lease Supplement No. 2 dated as of April 28, 2006

Schedule 3
(Filing Information)

A Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 was filed with (i) the Surface Transportation Board on September 29, 2004 at 4:30 p.m. under recordation number 25209-D, and (ii) the Registrar General of Canada on September 30th, 2004 at 11:24 a.m., as supplemented by a Memorandum of Trust Indenture Supplement No. 2, which was filed with the (i) the Surface Transportation Board on May 11, 2006 at 2:38 p.m. under recordation number 25209-G, and (ii) the Registrar General of Canada on May 12th, 2006 at 12:32 p.m.

A Memorandum of Lease Agreement and Lease Supplement No. 1 dated as of September 29, 2004 was filed with (i) the Surface Transportation Board on September 29, 2004 at 4:27 p.m. under recordation number 25209-C, and (ii) the Registrar General of Canada on September 30th, 2004 at 11:24 a.m., as supplemented by a Memorandum of Lease Supplement No. 2, which was filed with the (i) the Surface Transportation Board on May 11, 2006 at 2:27 p.m. under recordation number 25209-F, and (ii) the Registrar General of Canada on May 12th, 2006 at 12:32 p.m.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/23/09



Robert W. Alvord